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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> , f/k/a General Motors Corp., <i>et al.</i>	:	Case No.: 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)

**THE PARTICIPATING UNITHOLDERS' JOINDER TO THE OMNIBUS REPLY OF
WILMINGTON TRUST COMPANY, AS GUC TRUST
ADMINISTRATOR AND TRUSTEE, TO RESPONSES RECEIVED
IN RESPECT OF THE GUC TRUST ADMINISTRATOR'S MOTION FOR AN ORDER
GRANTING AUTHORITY (A) TO EXERCISE NEW GM WARRANTS
AND LIQUIDATE NEW GM COMMON STOCK AND (B) TO MAKE
CORRESPONDING AMENDMENTS TO THE GUC TRUST AGREEMENT**

Certain unaffiliated holders of beneficial units of the Motors Liquidation Company GUC Trust (collectively, the "Participating Unitholders"), by and through their undersigned counsel, hereby join (the "Joinder") in the *Omnibus Reply of Wilmington Trust Company, as GUC Trust Administrator and Trustee, to Responses Received in Respect of the GUC Trust Administrator's Motion for an Order Granting Authority (a) to Exercise New GM Warrants and Liquidate New GM Common Stock and (b) to Make Corresponding Amendments to the GUC Trust Agreement*

[Docket No. 13256] (the “Reply”).¹ In support of this Joinder, the Participating Unitholders respectfully submit as follows:

BACKGROUND

1. On April 15, 2015, the Court entered the Decision [Docket No. 13109].
2. On June 3, 2015, the GUC Trust Administrator filed the Motion [Docket No. 13186].
3. On June 23, 2015, Dr. Shah filed the Shah Response [Docket No. 13244].
4. On June 24, 2015, the Economic Loss Plaintiffs filed the Economic Loss Plaintiffs’ Response [Docket 13246] and the Ignition Switch Pre-Closing Accident Plaintiffs filed the Pre-Closing Accident Plaintiffs’ Response [Docket No. 13248].
5. On June 26, 2015, the GUC Trust Administrator filed the Reply.

JOINDER

6. The Participating Unitholders agree with the legal arguments set forth in the Reply and, accordingly, file this Joinder in support of the Reply. The Participating Unitholders reserve the right to amend or supplement this Joinder based upon any facts or arguments that come to light prior to the hearing on July 1, 2015.

¹ Capitalized terms used but not defined in this Joinder shall have the meanings set forth in the Reply.

CONCLUSION

For the reasons stated in the Reply, the Participating Unitholders respectfully request that the Court deny the Responses, approve the Motion and grant such other relief as it deems necessary and proper under the circumstances.

Dated: June 26, 2015
New York, New York

AKIN GUMP STRAUSS HAUER & FELD LLP

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